EXHIBITS

Exhibit A - Advance Letter

Exhibit B - 197A Plan

Exhibit C - Development Sites

Exhibit D - Project Sites

Exhibit E - Specialty Construction Services

Exhibit F - Tier I

Exhibit G - Benefits Fund and In-Kind Schedule

Exhibit H - Teachers College Letters

EXHIBIT A

COLUMBIA UNIVERSITY
IN THE CITY OF NEW YORK
PRESIDENT'S ROOM

May 18, 2009

West Harlem Local Development Corp.
560 West 133rd Street
New York, NY 10033
Attention: Julio Batista, President, Board of Directors

Re: Columbia University Advance Under Community Benefits Agreement

Dear Gentlemen/Mesdames:

In light of our discussions over the past months, Columbia University (**Columbia**) agrees to provide to the West Harlem Local Development Corporation (**WHLDC**) the amount of $300,000 in transition funding subject to the following terms:

1. The money will paid to, held and disbursed by the Fund for the City of New York (**FCNY**) in accordance with the Incubator Program Letter Agreement dated September 25, 2008 between the WHLDC and the FCNY and the installment schedule set forth below. The WHLDC shall not terminate such Letter Agreement until all transition funds have been disbursed. Upon termination of such Letter Agreement by the FCNY before all transition funds have been disbursed: (a) the WHLDC shall immediately notify the University in writing, and (b) Columbia and the WHLDC shall agree on a replacement for the FCNY or other similar mechanism for disbursement of the funds.

2. The transition funds will be used to hire a Program Director and Program Assistant to provide support to the WHLDC for the "Program" described in the FCNY Letter Agreement. The transition funds shall be paid in two equal installments on the following schedule: (a) $150,000 within ten (10) business days after Columbia's receipt of a copy of this letter signed by an authorized representative of the WHLDC and acknowledged by an authorized representative of the FCNY and (b) the remaining $150,000 within six (6) months after the payment of the first installment subject to delivery of the documentation described below.

3. Notwithstanding the previous paragraph, prior to payment of the second installment payment, the WHLDC, the Program Director and/or the successor entity shall provide Columbia with a copy of all written documentation provided to the FCNY in connection with disbursements for the Program, including copies of all employee timesheets, purchase requisitions and supporting documents and contracts or other agreements for payment. Columbia understands that the FCNY will be reviewing this documentation prior to making any disbursements. The WHLDC will advise the FCNY to provide to Columbia copies of all reports provided by FCNY under the FCNY Letter Agreement or otherwise in connection with the Program.

Low Library, Room 202 Mail Code 4309 535 West 116th Street New York, NY 10027 212-854-9970 Fax 212-854-9973

4. The full amount of the $300,000 transition funding shall be treated as an advance against and will reduce the total payment due under the Benefits Fund as defined in Community Benefits Agreement dated May 18, 2009 between the WHLDC and Columbia.

If the foregoing reflects the WHLDC's understanding of our agreement with respect to the transition funding, please return a signed and acknowledged copy of this letter to me.

We look forward to working with you toward a successful transition.

Very truly yours,

THE TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK

By:_____
Lee C. Bollinger
President

AGREED:

WEST HARLEM LOCAL COMMUNITY DEVELOPMENT CORPORATION

By:_____
Julio Batista
President, Board of Directors

ACCEPTED AND ACKNOWLEDGED:

FUND FOR THE CITY OF NEW YORK

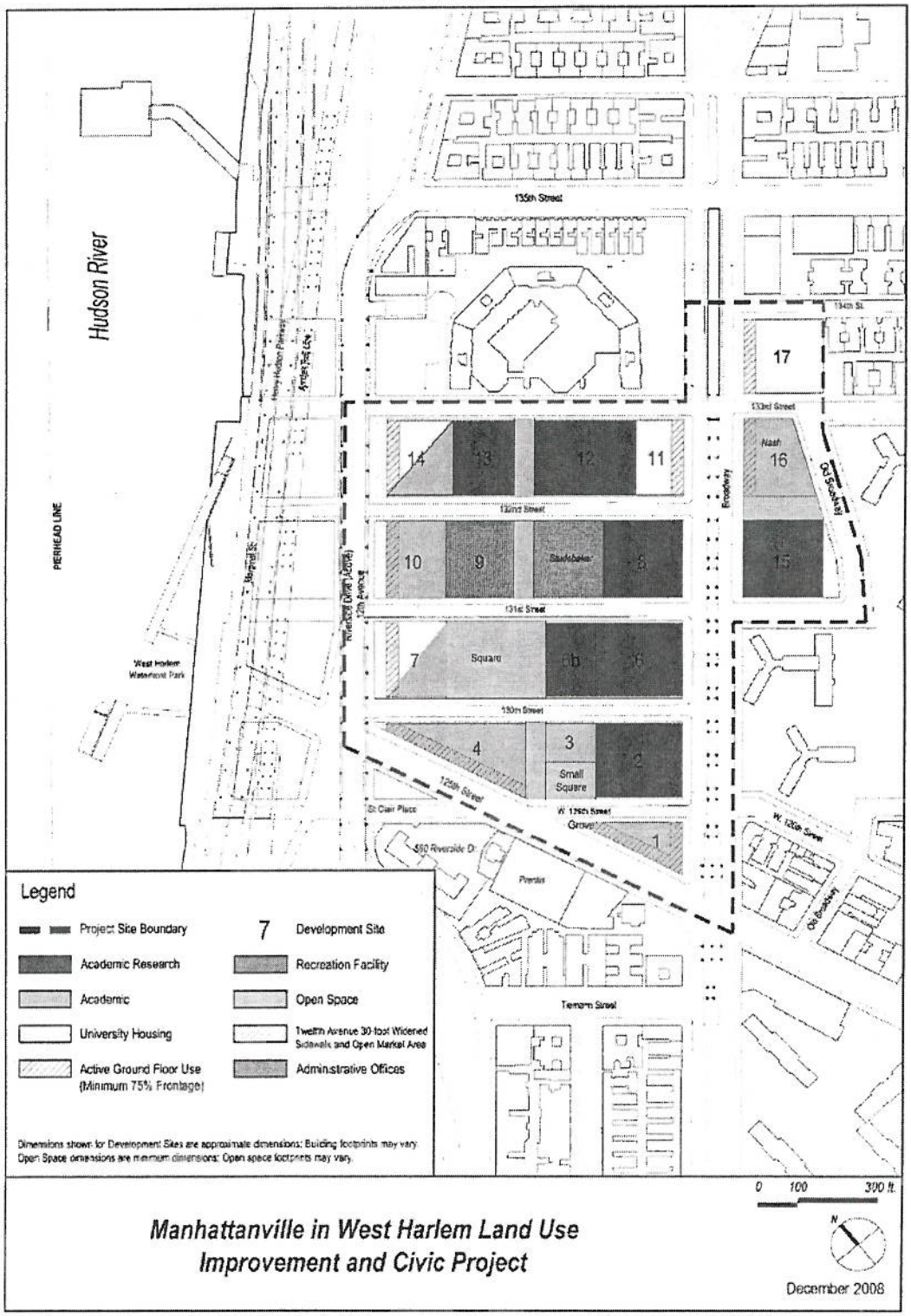
By:_____
Name:
Title:

EXHIBIT B

197A PLAN (under separate cover)

EXHIBIT C

Development Sites



Manhattanville in West Harlem Land Use Improvement and Civic Project

December 2008

EXHIBIT D

Project Site Map

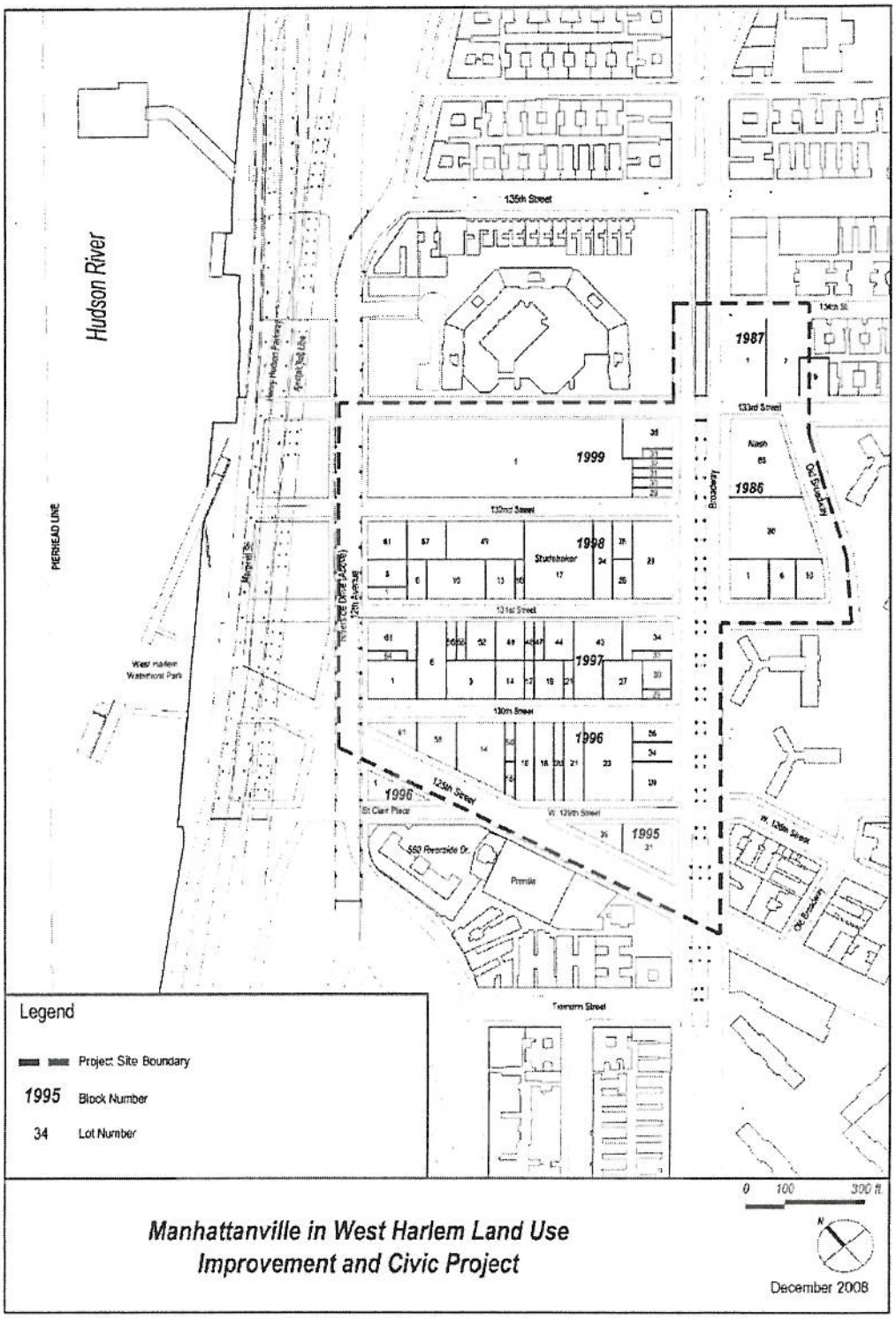


EXHIBIT E

SPECIALTY CONSTRUCTION SERVICES

1. Slurry wall and related excavation and foundation

2. Curtain wall

3. Laboratory fixtures and equipment and other fixtures and equipment for academic research

4. Central energy plant and related mechanicals and equipment

EXHIBIT F

TIER I

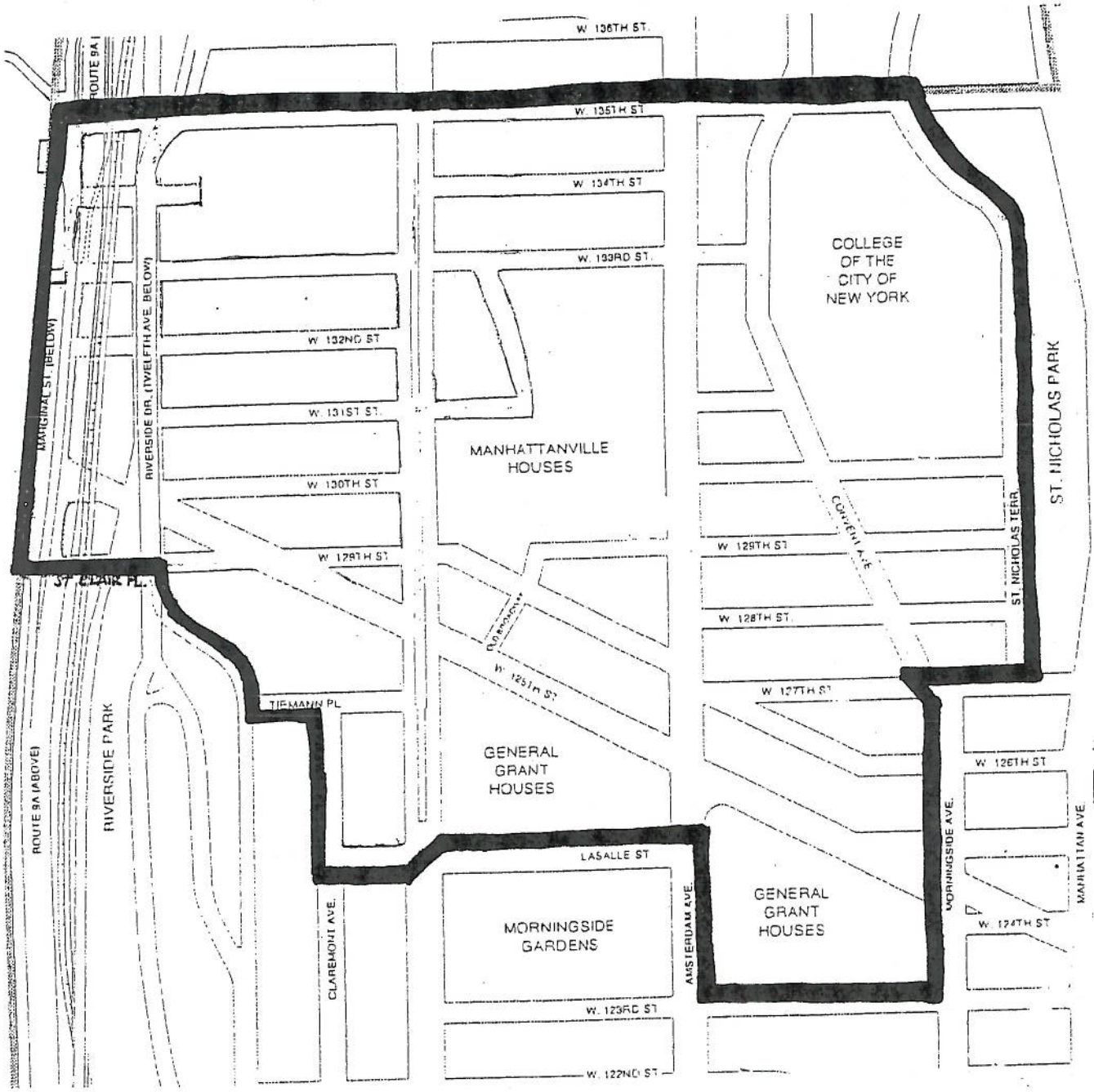

W. 136TH ST.
W. 135TH ST
W. 134TH ST
W. 133RD ST.
W. 132ND ST
W. 131ST ST.
W. 130TH ST
W. 129TH ST
W. 128TH ST.
W. 127TH ST
W. 126TH ST
W. 125TH ST
W. 124TH ST
W. 123RD ST
W. 122ND ST
MARGINAL ST. (BELOW)
ROUTE 9A (ABOVE)
RIVERSIDE DR. (TWELFTH AVE. BELOW)
RIVERSIDE PARK
ST. CLAIR PL.
TIEMANN PL
CLAREMONT AVE.
LASALLE ST
AMSTERDAM AVE.
MORNINGSIDE AVE.
MANHATTAN AVE.
ST. NICHOLAS TERR.
ST. NICHOLAS PARK
COLLEGE OF THE CITY OF NEW YORK
MANHATTANVILLE HOUSES
GENERAL GRANT HOUSES
MORNINGSIDE GARDENS
GENERAL GRANT HOUSES

EXHIBIT G

EXHIBIT G

FINAL PAYMENT SCHEDULE

$76 Million Benefits Fund	Year 1*	Year 2	Year 3	Year 4	Year 5*	Year 6	Year 7	Year 8	Year 9	Year 10	Year 11	Year 12	Year 13	Year 14	Year 15	Year 16
$76 M Base Case (16 years)	$ 800	$750	$2,000	$3,000	$3,200	$3,500	$5,000	$5,000	$5,000	$5,000	$6,000	$6,000	$7,500	$8,000	$8,000	$7,250

In-Kind Benefits	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Year 11	Year 12	Year 13	Year 14	Year 15	Year 16	Year 17	Year 18	Year 19
$20 M Access to CU Facilities & Services (25 years)	$ 2,000	$ 2,000	$ 1,500	$ 1,000	$ 500	$ 500	$ 500	$ 500	$ 500	$ 500	$ 500	$ 500	$ 500	$ 500	$ 500	$ 500	$ 500	$ 500	$ 500

Year 20	Year 21	Year 22	Year 23	Year 24	Year 25
$ 500	$ 500	$ 1,000	$ 1,000	$ 1,500	$ 1,500

* $300,000 of the Year 5 payment will be paid in Year 1 under the terms of the Advance Letter.

EXHIBIT H

TEACHERS COLLEGE
COLUMBIA UNIVERSITY
OFFICE OF THE PRESIDENT

March 3, 2009

President Lee C. Bollinger
Office of the President
Columbia University
535 W. 116th Street
202 Low Library
New York, NY 10027

Dear President Bollinger:

As you and I have discussed, Teachers College is working with the New York City Department of Education to establish a pre K - 8 demonstration community public school in Manhattan Community Board 9. The school would serve approximately 500 neighborhood students. Teachers College's vision for the school also includes community educational programming and a professional development "hub" for pre-service and veteran educators. The planning process will include input that reflects the broad base of community stakeholders, including representatives of Community Board 9, as well as liaisons with civic, business, social service and cultural organizations. The process will assure that the design of the school is consistent with best educational practices and the educational vision we develop with DOE and the community.

I understand that this letter will be appended to the Community Benefits Agreement entered between the West Harlem Local Development Corporation and the Trustees of Columbia University in the City of New York.

Sincerely,

Susan Fuhrman

Susan H. Fuhrman
President of the College

BOX 163, 525 WEST 120TH STREET NEW YORK, N.Y. 10027-6696 • (212) 678-3131 • FAX (212) 678-3205

TEACHERS COLLEGE

COLUMBIA UNIVERSITY

OFFICE OF THE PRESIDENT

December 17, 2007

Hon. Joel Klein
Chancellor
New York City Department of Education
50 Chambers Street
New York, NY 10007

Dear Joel:

As you and I have discussed, it is Teachers College's intention to develop a new neighborhood public school, pre-kindergarten through eighth grade, in Manhattan Community Board District 9. We would like to create a demonstration school that would serve approximately 500 students and that would provide supplementary educational services before and after school. In addition, our vision includes community educational programming and a professional development "hub' for pre-service and veteran educators.

We are ready to begin the planning process as soon as the DOE and the College have agreed upon the conditions and commitments that will ensure the success of this demonstration university-assisted public school. Hopefully that can be accomplished very soon, at which point we are prepared to immediately undertake an inclusive community engagement process with DOE with the intention to inaugurate the new school in September 2009. The planning process will include planning committees that reflect the broad base of community stakeholders as well as liaisons with civic, business social service and cultural organizations. This process is intended to produce a framework for educational and community programs at the school. The process will assure that the design of the school is consistent with best educational practices and the educational vision we develop with DOE and the community.

If the plans go forward as we hope, Teachers College is prepared to have an ongoing affiliation with the school for a minimum of 10 years during which time we are prepared to do the following:

-Assist in the development and evaluation of the school curriculum
-Advise the principal regarding staffing and resource allocation
-Provide professional development for teachers at the school
-Connect the school to Teachers College and Columbia University resources
-Use the school as a site for educational research and teacher preparation
-Help develop community programming for use of facilities in non-school hours
-Strengthen pre-kindergarten in the community in order to prepare students for a strong school start

We are enthusiastic about working with DOE to create this affiliation with a new West Harlem public school. We look forward to working with you and the west Harlem Development Corporation or its successor, as well as Congressman Rangel, Mayor Bloomberg, Council Members Jackson and Dickens as well as other community leaders to make this vision a reality.

Very truly yours,

Susan Fuhrman
President

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THE NEW YORK CITY DEPARTMENT OF EDUCATION
JOEL I. KLEIN, *Chancellor*

OFFICE OF THE CHANCELLOR
52 CHAMBERS STREET - NEW YORK, NY 10007

April 16, 2009

Dr. Susan Fuhrman
President
Teachers College
525 West 120th Street
New York, NY 10027

Dear Susan:

I am delighted that Teachers College is looking to develop a new PreK-8 public school in northern Manhattan along the lines described in your letter to me of December 17, 2007.

I gladly support the efforts of your faculty and students as they plan for the school in collaboration with Community Board 9 and the West Harlem Local Development Corporation. My colleagues and I will continue to work with you to determine a site that is appropriate for Teachers College and consistent with our priorities and resources.

We greatly value Teachers College as a partner in expanding educational options for children in New York City, and we look forward to seeing your terrific vision for this school come to fruition in the near future.

Sincerely,

Joel I. Klein

Joel Klein
Chancellor